

The Law Offices of Avrum J. Rosen, PLLC
Proposed Attorneys for the Debtors
38 New Street
Huntington, New York 11743
Fred S. Kantrow
Avrum J. Rosen

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

TWO WITH INC.,

Chapter 11
Case No.: 10-71364

Debtor.
-----X

DEBTOR'S AFFIDAVIT PURSUANT TO LOCAL RULE 1007-3

STATE OF NEW YORK)
)ss.:
COUNTY OF SUFFOLK)

EDWARD SHAPIRO, being duly sworn, deposes and says as follows:

1. I am the Vice President of TWO WITH INC., and make this Affidavit pursuant to Local Bankruptcy Rule 1007-3. TWO WITH INC., ("Debtor"), is a New York corporation and is engaged in the food service industry, serving hot dogs, fish and chips and chicken and related products from its retail location at the Tanger Mall in Deer Park, Suffolk County. Its principal place of business is 1086 The Arches Circle, Deer Park, New York 11779-7066.

2. The Debtor's current problems arose as a result of the payment of extensive amounts to complete the Debtor's "build-out" in order to finish the retail location and open it for business. As a result of the payments of the expenses associated with the funds necessary for completion of the work, the Debtor fell behind on its rent obligations as well as certain taxes due to both Suffolk County and the United States.

3. This case was originally commenced under Chapter 11 of Title 11 of the United States Bankruptcy Code and no Trustee has been appointed. There has been no pre-petition

creditors' committee. Annexed hereto as Exhibit "A" is a list of the 20 largest unsecured claims excluding insiders, including the name, address and the amount of the claim, and an indication of whether such claims are contingent, unliquidated, disputed or partially secured. Annexed hereto as Exhibit "B" is a list of the secured creditors.

4. The Debtor's assets consist of its inventory, equipment, leasehold improvements, lease and franchise agreement with a total value of approximately \$1,250,000.00. The Debtor's total liabilities at this point are approximately \$250,000.00.

5. At the present time, there is no property in the possession of any custodian, public officer, mortgagee, pledgee, assignee of rents, or secured creditor, or agents of any such entity.

6. The Debtor's substantial assets are located at the Tanger Outlet Mall. Currently, its books and records are located at the same location. The Debtor does not have any assets outside the territorial limits of the United States.

7. Edward Shapiro is the Vice President of the Debtor and has been since the inception of the corporation in 2006. The Debtor was incorporated at that time, however it did not commence retail operations until November, 2008.

8. The Debtor has (9) employees, however, the amount may vary depending on seasonal needs. The Debtor's weekly payroll, inclusive of payroll taxes, is approximately \$5,500.00. Compensation for officer's salary is \$1,500.00 per week.

9. It is estimated that the expenses for the 30 day period following the bankruptcy petition will be approximately \$130,000.00 and that receipts will be approximately \$145,000.00.

S/Edward Shapiro
Edward Shapiro
Vice President

Sworn to before me this

____ day of February, 2010

S/Fred S. Kantrow

Notary Public State of New York

Qualified in Suffolk County

No. 02KA6108402

Comm. Exp. 4/19/2012